

COMMSCOPE INC
Form POSASR
January 14, 2011

As filed with the Securities and Exchange Commission on January 14, 2011

Registration No. 333- 158196

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
FORM S-3
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

COMMSCOPE, INC

(Exact Name of Registrant as Specified in Its Charter)

Edgar Filing: COMMScope INC - Form POSASR

(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification No.)

1110 CommScope Place, SE

Hickory, North Carolina 28602

(828) 324-2200

(Address, including zip code and telephone number, including area code of registrant's executive offices)

Frank B. Wyatt, II

Senior Vice President, General Counsel and Secretary

1110 CommScope Place, SE

P.O. Box 339

Hickory, North Carolina 28602

(828) 324-2200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With Copies to:

Gary C. Ivey

Kristen N. Higbee

Alston & Bird LLP

101 South Tryon Street, Suite 4000

Charlotte, North Carolina 28280

(704) 444-1000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

Edgar Filing: COMMScope INC - Form POSASR

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☒

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if smaller reporting company)

Smaller reporting company ☐

DEREGISTRATION OF SECURITIES

CommScope, Inc., a Delaware corporation (the **Registrant**), is filing this Post-Effective Amendment No. 2 to deregister all unsold securities registered for issuance under the Registration Statement on Form S-3, File No. 333-158196, originally filed March 25, 2009, as amended by Post-Effective Amendment No.1 thereto filed April 28, 2009 (the **Registration Statement**).

As previously reported on the Registrant's Current Report on Form 8-K dated January 14, 2011, pursuant to the terms of the Agreement and Plan of Merger, dated October 26, 2010, by and among the Registrant, Cedar I Holding Company, Inc., a Delaware corporation (**Parent**), Cedar I Merger Sub, Inc. (**Merger Sub**), a Delaware corporation and direct, wholly-owned subsidiary of Parent, Merger Sub merged with and into the Registrant on January 14, 2011 (the **Merger**). As a result of the Merger, the Registrant is the surviving corporation and a direct, wholly-owned subsidiary of Parent. In connection with the Merger, the Registrant has terminated all offerings of its securities pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statement. Accordingly, and in accordance with an undertaking made by the Registrant in the Registration Statement, Registrant hereby removes from registration any and all of its securities originally reserved for issuance and registered under the Registration Statement which were unsold at the effective time of the Merger.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Hickory, state of North Carolina, on January 14, 2011.

COMMScope, INC.

By: /s/ JEARLD L. LEONHARDT
 Name: **Jearld L. Leonhardt**
 Title: **Executive Vice President and Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

| SIGNATURE | TITLE | DATE |
|-------------------------------|--|------------------|
| /s/ MARVIN S. EDWARDS, JR. | President and Chief Executive Officer | January 14, 2011 |
| Marvin S. Edwards, Jr. | (Principal Executive Officer) | |
| /s/ JEARLD L. LEONHARDT | Executive Vice President and Chief Financial Officer | January 14, 2011 |
| Jearld L. Leonhardt | (Principal Financial Officer) | |
| /s/ MARK A. OLSON | Senior Vice President and Controller | January 14, 2011 |
| Mark A. Olson | (Principal Accounting Officer) | |
| /s/ CAMPBELL R. DYER | Director | January 14, 2011 |
| Campbell R. Dyer | | |
| /s/ CLAUDIUS E. WATTS, IV | Director | January 14, 2011 |
| Claudius E. Watts, IV | | |